

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

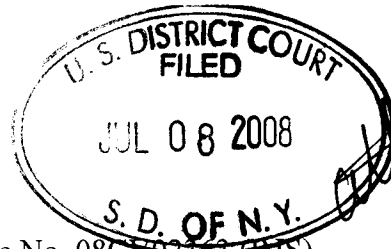
MAINLAND HEADWEAR HOLDINGS,
LTD.,

Plaintiff,

-against-

DREW PEARSON MARKETING, LLC
and USPA ACCESSORIES LLC d/b/a
CONCEPT ONE,

Defendants.



Case No. 08CV2363 (RJS)

08CV2363(RJS)

**MOTION TO ADMIT COUNSEL
PRO HAC VICE**

Pursuant to Rule 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Jennifer L. Marlborough, a member in good standing of the bar of this Court hereby move for an Order allowing the admission pro hac vice of:

Dawn L. Johnson
Bell, Boyd & Lloyd LLP
70 West Madison Street, Suite 3100
Chicago, Illinois 60602-4207
Phone: 312-807-4309
Fax: 312-827-8000

Dawn L. Johnson is a member in good standing of the Bar of the State of Illinois.

There are no pending disciplinary proceedings against Dawn L. Johnson in any State or Federal Court.

Dated: July 3, 2008
New York, New York

Respectfully submitted,

Jennifer L. Marlborough
SDNY Bar No. JM4303
Wormser, Kiely, Galef & Jacobs LLP
825 Third Avenue, 26th Floor
New York, New York 10022
Phone: 212-687-4900
Fax: 212-687-5703

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08CV2363-656178

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MAINLAND HEADWEAR HOLDINGS,
LTD.,

Plaintiff, : Case No. 08CV02363 (RJS)

-against-

DREW PEARSON MARKETING, LLC :
and USPA ACCESSORIES LLC d/b/a :
CONCEPT ONE, :
Defendants. :

**AFFIDAVIT OF JENNIFER L.
MARLBOROUGH IN SUPPORT
OF MOTION TO ADMIT COUNSEL
PRO HAC VICE**

Defendants. :

STATE OF NEW YORK)

.SS:

COUNTY OF NEW YORK)

JENNIFER L. MARLBOROUGH, being duly sworn, deposes and says as follows:

1. I am associated with the law firm of Wormser, Kiely, Galef & Jacobs LLP, counsel to Plaintiff in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based upon my personal knowledge of the facts set forth herein and in support of Plaintiff's motion to admit Dawn L. Johnson as counsel pro hac vice to represent Plaintiff in this matter.

2. I am a member in good standing of the bars of the States of New York and New Jersey, having been admitted to practice law in those states in May 1999 and November 1998, respectively. I am also admitted to the bars of the United States District Court for the Southern District of New York, United States District Court for the Eastern District of New York, United States District Court for the District of New Jersey, the United States Courts of Appeals for the

Second and Fourth Circuits and the United States Supreme Court. I am in good standing in all of these Courts.

3. I have known Dawn L. Johnson since January 2008 and have worked closely with her on this litigation.

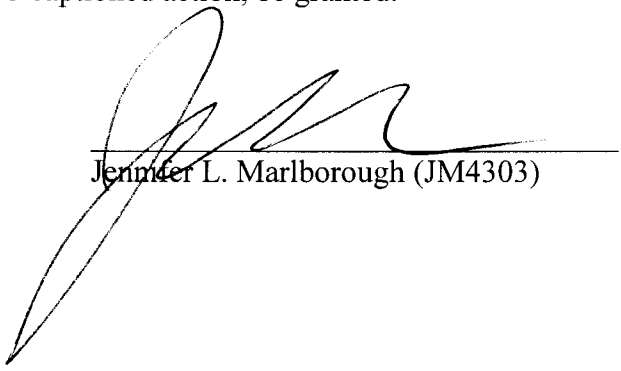
4. Dawn L. Johnson is a partner at the law firm of Bell, Boyd & Lloyd LLP, 70 West Madison Street, Suite 3100, Chicago, Illinois 60602.

5. I have found Dawn L. Johnson to be a skilled attorney and a person of integrity. She is very experienced in federal court litigation and is familiar with the Federal Rules of Procedure.

6. Accordingly, I am pleased to move for the admission of Dawn L. Johnson, pro hac vice.

7. I respectfully submit a proposed order granting the admission of Dawn L. Johnson pro hac vice, which is attached hereto as Exhibit A.

WHEREFORE, it is respectfully requested that the motion to admit Dawn L. Johnson, pro hac vice, to represent Plaintiff in the above-captioned action, be granted.


Jennifer L. Marlborough (JM4303)

Sworn to before me this
3rd of July 2008


Notary Public

STEF N. KAPLAN
Notary Public, State of New York
No. 02KA6169661
Qualified in New York County
Commission Expires 06/25/2011

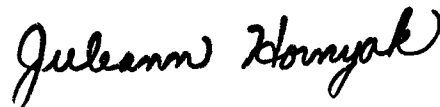
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

Dawn Lynnette Johnson

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 8, 2001 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto
placed my hand and affixed the seal
of said Supreme Court, at Springfield,
in said State, this Monday, June 30, 2008.

A handwritten signature in black ink that reads "Juleann Hornyak". The signature is written in a cursive, flowing style.

Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MAINLAND HEADWEAR HOLDINGS,
LTD., : **ECF CASE**

Plaintiff, : Case No. 08CV02363 (RJS)

-against- :

DREW PEARSON MARKETING, LLC : **AFFIRMATION OF SERVICE**
and USPA ACCESSORIES LLC d/b/a :
CONCEPT ONE, :

Defendants. :

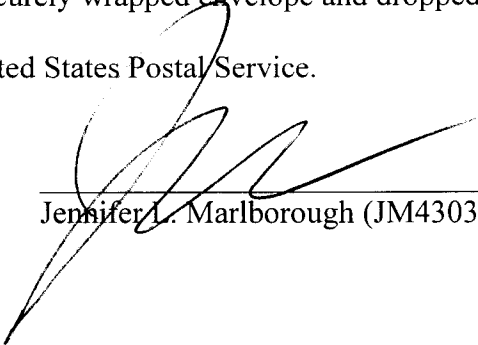
STATE OF NEW YORK)
 : .ss
COUNTY OF NEW YORK)

I, JENNIFER L. MARLBOROUGH, affirm under penalty of perjury the following:

I am over the age of 18 years of age and reside in Nassau County, New York. I am not a party to this action. On the 3rd day of July 2008, I served a Motion to Admit Counsel Pro Hac Vice of Dawn L. Johnson, Esq. and supporting documents on the following:

Ira Daniel Tokayer, Esq.
42 West 38th Street
Suite 802
New York, New York 10018

by depositing the documents in a post-prepaid securely wrapped envelope and dropped it in a depository under the exclusive control of the United States Postal Service.



Jennifer L. Marlborough (JM4303)

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MAINLAND HEADWEAR HOLDINGS,
LTD.,

Plaintiff,

-against-

DREW PEARSON MARKETING, LLC
and USPA ACCESSORIES LLC d/b/a
CONCEPT ONE,

Defendants.

X

:

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:

:

:

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X

Case No. 08CV02363 (RJS)

**ORDER FOR ADMISSION PRO HAC
VICE ON WRITTEN MOTION**

Upon the motion of Jennifer L. Marlborough, attorney for Plaintiff Mainland Headwear Holdings, Ltd., and said sponsor attorney's affidavit in support,

IT IS HEREBY ORDERED that:

Dawn L. Johnson
Bell, Boyd & Lloyd LLP
70 West Madison Street, Suite 3100
Chicago, Illinois 60602-4207
Phone: 312-807-4309
Fax: 312-827-8000
Email: DJohnson@bellboyd.com

is admitted to practice pro hac vice as counsel for Plaintiff Mainland Headwear Holdings Ltd. in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of the Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel has already forwarded the pro hac vice fee to the Clerk of the Court.

Dated: New York, New York
July __, 2008

United States District Judge